

Brookfield Properties Subco LLC  
 Form 4  
 July 31, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Brookfield Properties Subco LLC

2. Issuer Name and Ticker or Trading Symbol  
 GGP Inc. [GGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 250 VESEY STREET,  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/24/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Director by deputization \*\*\*

NEW YORK, NY 10281-1023

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	07/24/2018		J		23,632,902	D	\$ 20.83
							121,203,654 (1)
							24,063,298
							2,577,297

See footnotes (1) (12)

See footnotes (2) (12)

See footnotes

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value			<u>(3)</u> <u>(12)</u>
\$0.01 per share			
Common Stock, par value \$0.01 per share	12,989,228	I	See footnotes <u>(4)</u> <u>(12)</u>
Common Stock, par value \$0.01 per share	28,573,419	I	See footnotes <u>(5)</u> <u>(12)</u>
Common Stock, par value \$0.01 per share	53,000,412	I	See footnotes <u>(6)</u> <u>(12)</u>
Common Stock, par value \$0.01 per share	351,958	I	See footnotes <u>(7)</u> <u>(12)</u>
Common Stock, par value \$0.01 per share	79,094,965	I	See footnotes <u>(8)</u> <u>(12)</u>
Common Stock, par value \$0.01 per share	70,114,877	I	See footnotes <u>(9)</u> <u>(12)</u>
Common Stock, par value \$0.01 per share	45,890,612	I	See footnotes <u>(10)</u> <u>(12)</u>
Common Stock, par value \$0.01 per share	6,985,772	I	See footnotes <u>(11)</u> <u>(12)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brookfield Properties Subco LLC 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization ***
Brookfield Properties, Inc. 250 VESEY STREET NEW YORK, NY 10281-1023	X	X		Director by deputization ***
Brookfield Holding Ltd Liability Co BUDAPEST 1074 DOHANY UTCA 12 BUDAPEST, K5 1074	X	X		Director by deputization ***
1706065 Alberta ULC SUITE 1700 335 8TH AVENUE SW CALGARY, A0 T2P 1C9	X	X		Director by deputization ***
Brookfield Office Properties Inc BCE PLACE 181 BAY STREET, SUITE 330 TORONTO, A6 M5J 2T3	X	X		Director by deputization ***
Brookfield Property Split Corp. 181 BAY STREET SUITE 330	X	X		Director by deputization ***

TORONTO, A6 M5J 2T3

Brookfield BPY Holdings (US) Inc.

181 BAY STREET

SUITE 300

X

X

Director by deputization \*\*\*

TORONTO, A6 M5J2T3

CanHoldco 1 ULC

181 BAY STREET

SUITE 300

X

X

Director by deputization \*\*\*

TORONTO, A6 M5J2T3

## Signatures

BROOKFIELD PROPERTIES SUBCO LLC, /s/ Michelle L. Campbell, Senior Vice  
President and Secretary

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD PROPERTIES INC, /s/ Michelle L. Campbell, Senior Vice President and  
Secretary

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD HOLDING LIMITED LIABILITY COMPANY, /s/ Dr. Laszlo Csontos,  
Managing Director

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD HOLDING LIMITED LIABILITY COMPANY, /s/ Eamonn John O'Dea,  
Managing Partner

07/31/2018

\_\_Signature of Reporting Person

Date

1706065 ALBERTA ULC, /s/ Keith Hyde, Vice President, Taxation

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD OFFICE PROPERTIES INC /s/ Keith Hyde, Vice President, Taxation

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD PROPERTY SPLIT CORP /s/ Michelle L. Campbell

07/31/2018

\_\_Signature of Reporting Person

Date

BROOKFIELD BPY HOLDINGS INC /s/ Allen Yi, Assistant Secretary

07/31/2018

\_\_Signature of Reporting Person

Date

BPY CANADA SUBHOLDINGS I ULC /s/ Keith Hyde, President

07/31/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Exhibit 99.1; Note 1.
- (2) See Exhibit 99.1; Note 2.
- (3) See Exhibit 99.1; Note 3.
- (4) See Exhibit 99.1; Note 4.
- (5) See Exhibit 99.1; Note 5.

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- (6) See Exhibit 99.1; Note 6.
- (7) See Exhibit 99.1; Note 7.
- (8) See Exhibit 99.1; Note 8.
- (9) See Exhibit 99.1; Note 9.
- (10) See Exhibit 99.1; Note 10.
- (11) See Exhibit 99.1; Note 11.
- (12) See Exhibit 99.1; Note 12.

**Remarks:**

\*\*\* Brian Kingston, a Senior Managing Partner of Brookfield Asset Management Inc., a corporation formed under the laws of

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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